

Burns Philp

03 JAN 23 PM 7:21

BURNS, PHILP & COMPANY LIMITED
ABN 65 000 000 359

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To: OFFICE OF INTERNATIONAL CORPORATE FINANCE
Company: SECURITIES AND EXCHANGE COMMISSION
Facsimile No: 0011 1 202 942 9624
From: HELEN GOLDING - Company Sec
Date: 24 January, 2003
SUBJECT: STEPS COMPLETED FOR EXTENSION OF GMF OFFER PERIOD
No of Pages: 4 pages (including cover sheet)



STEPS COMPLETED FOR EXTENSION OF GMF OFFER PERIOD

Please see attached copy of an announcement released to the Australian Stock Exchange this afternoon.

Yours sincerely

HELEN GOLDING
Company Secretary/Group Legal Counsel

Attach.

PROCESSED

FEB 03 2003

THOMSON
FINANCIAL

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From Braddon Jolley / Justin Mannolini
Phone 02 9225 5273 / 5228

To The Manager
Company Announcements Office
Australian Stock Exchange Limited
Fax 1300 300 021

Pages 5

24 January 2003

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BPC1 Pty Limited - takeover bid for Goodman Fielder Ltd (ASX:GMF) Extension of offer period

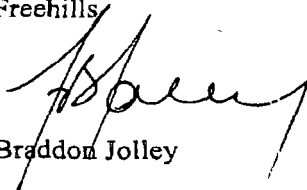
We act for BPC1 Pty Limited (**BPC1**) and Burns, Philp & Company Limited (**Burns Philp**) in relation to BPC1's off-market takeover bid for all the ordinary shares in Goodman Fielder Ltd (**Goodman Fielder**).


BPC1 has today completed the steps required to extend its Offer period. It is now scheduled to close at 7:00pm (Sydney time) on 18 February 2003.

We attach:

- 1 Burns Philp's notice of extension of offer period and notification of relevant interests as required by ASX Listing Rule 3.2;
- 2 a letter dated 23 January 2003 which BPC1 has been sent to Goodman Fielder shareholders (which enclosed a notice of variation lodged with ASIC and sent to Goodman Fielder on 22 January 2003); and
- 3 a notice under paragraph 630(2)(b) of the Corporations Act 2001 notifying the new date for giving the notice of the status of conditions.

Yours faithfully
Freehills


Braddon Jolley


Justin Mannolini

Burns, Philp & Company Limited ABN 65 000 000 359
Company notice – ASX Listing Rule 3.2
Extension of offer period and notification of relevant interests

To: Australian Stock Exchange Limited (ASX)

BPC1 Pty Limited (**BPC1**) (a wholly owned subsidiary of Burns, Philp & Company Limited (**Burns Philp**) - ASX code "BPC") has extended the offer period for its takeover offers dated 3 January 2003 (which are contained in its bidder's statement dated 19 December 2002) for all of the ordinary shares in Goodman Fielder Ltd (**Goodman Fielder**). The offers will now close at 7:00pm (Sydney time) on 18 February 2003.

Accordingly, Burns Philp gives notice under ASX Listing Rule 3.2 that:

- (a) BPC1 (and its associates) had a relevant interest in 14.8% of Goodman Fielder shares when the first of the offers was made; and
- (b) at the date of the extension, BPC1 (and its associates) had a relevant interest in 15.62 % of Goodman Fielder shares.

Dated 24 January 2003



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23 January 2003

Dear Goodman Fielder shareholder

**Burns Philp takeover bid for Goodman Fielder
Extension of offer period**

BPC1 Pty Limited (a wholly owned subsidiary of Burns, Philp & Company Limited) has extended the offer period for its takeover bid for all the Goodman Fielder Ltd shares by two weeks.

The offer is now scheduled to close at **7.00pm (Sydney time) on 18 February 2003.**

A formal notice of variation is enclosed.

Yours sincerely,

A handwritten signature in black ink, appearing to be "Helen Golding", written over a large, stylized circular flourish.

HELEN GOLDING
Company Secretary

BPC1 Pty Limited (ABN 45 101 665 918)**Company notice – subsection 650D(1) Corporations Act 2001****Notice of variation – extension of offer period**

To: Australian Securities and Investments Commission (“ASIC”);

Goodman Fielder Ltd (“Goodman Fielder”); and

Each person to whom offers were made under the takeover bid referred to in this notice.

BPC1 Pty Limited (**Burns Philp**) gives notice under subsection 650D(1) of the Corporations Act 2001 that:

- 1 it hereby varies its takeover offer dated 3 January 2003 (**Offer**) for all of the ordinary shares in Goodman Fielder which is contained in its bidder's statement dated 19 December 2002 (**Bidder's Statement**) by extending the period during which the Offer will remain open so that the Offer will now close at 7:00pm (Sydney time) on 18 February 2003; and
- 2 the Offer is hereby varied by:
 - (a) replacing “4 February 2003” with “18 February 2003” in section 9.2(a) of the Bidder's Statement; and
 - (b) replacing “24 January 2003” with “7 February 2003” in section 9.10 of the Bidder's Statement; and
 - (c) replacing “4 February 2003” with “18 February 2003” where appearing on the Acceptance Form.

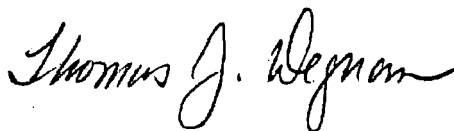
A copy of this notice was lodged with the ASIC on 22 January 2003. ASIC takes no responsibility for the contents of this notice.

Dated 22 January 2003

Signed for and on behalf of Burns Philp by two directors of Burns Philp authorised to sign this notice pursuant to a resolution passed at a meeting of directors of Burns Philp.



Director
Graeme Hart



Director
Thomas Degnan

BPC1 Pty Limited ACN 101 665 918

Company Notice – paragraph 630(2)(b) Corporations Act 2001

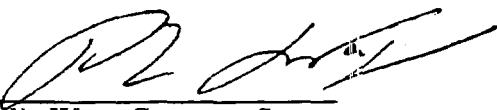
New date for giving the notice of the status of conditions

**To: Goodman Fielder Ltd (Goodman Fielder); and
Australian Stock Exchange Limited.**

For the purposes of paragraph 630(2)(b) of the Corporations Act 2001, BPC1 Pty Limited (**Burns Philp**) (a wholly owned subsidiary of Burns, Philp & Company Limited) hereby gives notice that:

- 1 the offer period relating to the offers by Burns Philp for all of the ordinary shares in Goodman Fielder, which offers are contained in a bidder's statement dated 19 December 2002 (**Bidder's Statement**), has been extended so that it now ends at 7:00pm (Sydney time) on 18 February 2003;
- 2 the new date for giving the notice of the status of the conditions to the offers, as required by subsection 630(3) of the Corporations Act 2001, is 7 February 2003; and
- 3 on the date of this notice:
 - (a) Burns Philp has not freed its offers from any of the conditions, other than the conditions in clauses 9.6(k) (material adverse change of Burns Philp) and 9.6(l) (adverse change in financial markets) of the Bidder's Statement;
 - (b) so far as Burns Philp is aware, none of the other conditions to the offers have been fulfilled.

Date: 24 January 2003



Philip West, Company Secretary